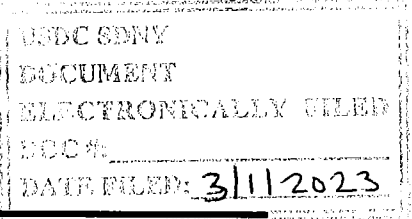


United States District Court  
for the  
Southern District of New York



*In re Sears Holdings Corporation, et al.,*  
Debtors<sup>1</sup>

Official Committee of Unsecured Creditors of  
Sears Holdings Corporation, *et al.*,

Case Number

19-cv-08237 (VB)

vs.

ESL Investments, Inc.;  
Wilmington Trust, National Association; and  
Cyrus Capital Partners, L.P.,

Defendants.

*+ ORDER*  
**STIPULATION OF VOLUNTARY DISMISSAL**

IT IS HEREBY STIPULATED AND AGREED, by and between the Official Committee of Unsecured Creditors of Sears Holdings Corporation and its debtor affiliates (the "Committee") and Cyrus Capital Partners, L.P. (together, the "Parties"), through their respective counsel that,


<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

pursuant to Rule 8023 of the Federal Rules of Bankruptcy Procedure, the Committee voluntarily dismisses, *with prejudice*, this Appeal as against appellee Cyrus Capital Partners, L.P., with each Party to bear its own costs and expenses. The Committee previously dismissed its Appeal as to the other appellees, ESL Investments, Inc. and Wilmington Trust, National Association. *See* ECF No. 19. Accordingly, the Appeal shall be fully dismissed.

*[Signature Page to Follow]*


Dated: February 28, 2023  
New York, New York

MILBANK LLP

By:   
Eric R. Reimer  
Brian Kinney  
55 Hudson Yards  
New York, New York 10001  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219  
E-mail: ereimer@milbank.com  
bkinney@milbank.com

*Counsel for Cyrus Capital  
Partners, L.P.*

AKIN GUMP STRAUSS HAUER & FELD LLP

By:   
Ira S. Dizengoff  
Philip C. Dublin  
Joseph L. Sorkin  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 870-1000  
Facsimile: (212) 872-1002  
E-mail: idizengoff@akingump.com  
pdublin@akingump.com  
jsorkin@akingump.com

Z.W. Julius Chen, *pro hac vice*  
Robert S. Strauss Tower  
2001 K Street, N.W.  
Washington, DC 20006-1037  
Telephone: (202) 887-4475  
Facsimile: (202) 887-4288  
E-mail: chenj@akingump.com

*Counsel for the Official Committee of Unsecured  
Creditors of Sears Holdings Corporation, et al.*

So ordered:



U.S.D.J.

3/1/2023